

**Amendments in the Claims:** (struck-through parts deleted and underlined parts added)

1. (currently amended) A holder apparatus for selectively holding a plurality of compact discs and a portable compact disc player, said apparatus comprising:

a housing including an upper portion and a bottom portion, said upper portion

5 including an upper wall and a first peripheral wall being attached to and extending downward from said upper wall, said bottom portion including a bottom wall and a second peripheral wall being attached to and extending upwardly from said bottom wall, a pivot member being attached to said first peripheral wall and second peripheral wall for pivotally coupling said upper portion to said bottom portion, a securing assembly being attached to a free edge of said first and second peripheral walls for selectively securing together said free edges, wherein compact discs may selectively be positioned in said housing; ~~and~~

an inner pocket being attached to an inner surface of said upper wall;

15 a tethering member being attached to said upper portion for selectively tethering a headset to the upper portion, said tethering member including a flexible loop extending outwardly away from said upper portion.; and

a fastening assembly for selectively fastening a compact disc player to said housing, said fastening assembly including a pair of flaps, each of said flaps having an attached end attached to said upper portion, said attached ends being positioned generally opposite to each other with respect to said top portion, a hook and loop securing combination selectively secures free ends of said pair of flaps to each other, a first of said flaps being longer than a second of said flaps, said first of said flaps having a substantially transparent window positioned therein for selectively viewing a compact disc player positioned between the flaps and said upper wall.

2. (original) The holder apparatus of claim 1, wherein said securing assembly comprises a zipper extending along a length of said free edges.

3. (currently amended) The holder apparatus of claim 1, further including a first side pocket being positioned in an interior of said upper portion, said first side pocket being formed by a first interior wall attached to said first peripheral wall and being spaced from said upper wall, ~~said first interior wall extending across a portion of~~  
5 ~~said upper wall.~~

4. (currently amended) The holder apparatus of claim 3, further including a second side pocket being positioned in an interior of said lower portion, said second side pocket being formed by a second interior wall attached to said second peripheral wall and  
10 being spaced from said bottom wall, said second interior wall extending across a portion of said bottom wall.

5. (original) The holder apparatus of claim 4, wherein said first and second side pockets each have an opening positioned opposite of said pivot member.  
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Claims 6-10 (cancelled)

11. (currently amended) The holder apparatus of claim 8 1, further including a pair of ring members being attached to said bottom portion, said rings members being  
20 positioned generally opposite with respect to each other on said bottom portion.

12. (original) The holder apparatus of claim 11, further including an elongated flexible member having a pair of ends, each of a pair of clips being attached to one of said pair of ends, each of said clips being selectively attachable to one of said ring  
25 members.

Claims 13 and 14 (cancelled)

15. (currently amended) The holder apparatus of claim 8 1, further including a  
30 belt clip being attached to said bottom wall and being positioned adjacent to said second peripheral wall.

## Claims 16-19 (cancelled)

20. (currently amended) A holder apparatus for selectively holding a plurality  
5 of compact discs and a portable compact disc player, said apparatus comprising:

a housing including an upper portion and a bottom portion, said upper portion  
including an upper wall and a first peripheral wall being attached to and  
extending downward from said upper wall, said bottom portion including  
a bottom wall and second peripheral wall being attached to and extending  
10 upwardly from said bottom wall, a pivot member being attached to said  
first peripheral wall and a second peripheral wall for pivotally coupling  
said upper portion to said bottom portion, a securing assembly being  
attached to a free edge of said first and second peripheral walls for  
selectively securing together said free edges, said securing assembly  
15 comprising a zipper extending along a length of said free edges, said upper  
and bottom walls each having a substantially circular shape;

a first side pocket being positioned in an interior of said upper portion, said first  
side pocket being formed by a first interior wall attached to said first  
peripheral wall and being spaced from said upper wall, said first interior  
20 wall extending across a portion of said upper wall, said first side pocket  
having an opening positioned opposite of said pivot member;

a second side pocket being positioned in an interior of said lower portion, said  
second side pocket being formed by a second interior wall attached to said  
second peripheral wall and being spaced from said bottom wall, said  
25 ~~second interior wall extending across a portion of said bottom wall~~, said  
second side pocket having an opening positioned opposite of said pivot  
member, wherein compact discs may be selectively positioned in said first  
and second side pockets;

an inner pocket being attached to an inner surface of said upper wall;

a tethering member being attached to said upper portion for selectively tethering a headset to the upper portion, said tethering member including a flexible loop extending outwardly away from said upper portion;

5 a pair of ring members being attached to said bottom portion, said rings members being positioned generally opposite with respect to each other on said bottom portion, each of said ring members being positioned adjacent to a juncture of said bottom wall and said second peripheral wall;

10 an elongated flexible member having a pair of ends, each of a pair of clips being attached to one of said pair of ends, each of said clips being selectively attachable to one of said ring members;

a belt clip being attached to said bottom wall and being positioned adjacent to said second peripheral wall; and

15 a fastening assembly for selectively fastening a compact disc player to said housing, said fastening assembly including a pair of flaps, each of said flaps having an attached end attached to said upper portion, said attached ends being positioned generally opposite to each other with respect to said top portion, a hook and loop securing combination selectively secures free ends of said pair of flaps to each other, a first of said flaps being longer than a second of said flaps, said first of said flaps having a substantially

20 transparent window positioned therein for selectively viewing a compact disc player positioned between the flaps and said upper wall.